

MARVEL
COMICS



SPIDER-MAN

SEP '98 415

WALTON

IMPACT 2

THE SENTINELS TAKE MANHATTAN!

DIRECT EDITION

41511



7 59606 02457 5

\$1.50 US \$2.10 CAN



HE CALLS HIMSELF
PETER PARKER,
AND HE'S BEEN HAVING
A REALLY BAAAD WEEK.

IF YOU WANT TO GET
TECHNICAL, HIS REAL
PROBLEMS STARTED A
FEW MONTHS AGO WHEN...

...HIS WIFE BECAME
PREGNANT.

HIS BELOVED AUNT
MAY PASSED AWAY.

TESTS PROVED THAT HE
WAS ACTUALLY THE CLONE
OF THE ORIGINAL PARKER
(AND THE REAL SPIDER-MAN.)

AND FINALLY, HE
LOST HIS OWN
SPIDER-POWERS.

AND THIS WEEK
HE ALMOST DIED.

THANKFULLY, HIS NEAR-DEATH
EXPERIENCE HERALDED THE
UNEXPECTED RETURN OF HIS
SPIDER-POWERS -- THOUGH
THOSE POWERS HAVE PROVEN
ERRATIC AND UNRELIABLE.

WHWEW! YOU CAN EASILY
IMAGINE THE POOR GUY'S
RELIEF TO CHECK OUT OF
THE HOSPITAL AND HEAD
FOR HOME.

AFTER ALL HE'S SUFFERED,
HE FIGURES THE WORST
MUST BE BEHIND HIM.

HE BELIEVES HE'S
FINALLY SAFE.

MAN, IS HE
WRONG!

STAN LEE
PRESENTS
A TALE OF
TRAGEDY AND
TRIUMPH

SPIDER-GED

WRITTEN BY
TOM DEFALCO

PENCILLED BY
MARK BAGLEY

INKED BY
LARRY MAHLSTEDT & AL MILGROM

LETTERED BY
RS & COMICRAFT

LIBRATED BY
BOB SHAREN

ENHANCED BY
MALIBU

EDITED BY
RALPH MACCHIO

OVERSEEN BY
BOB HARRAS

BY ORDER OF
ONSLAUGHT, THIS
CITY IS UNDER
MARTIAL LAW!

AND STARRING:
**THE AMAZING
SPIDER-MAN!**

ALL MUTANTS AND
ENHANCED HUMANS
ARE HEREBY
COMMANDED TO
SURRENDER --

-- OR SUFFER
IMMEDIATE
TERMINATION!

GET OUT
OF THE CAB,
MARY JANE!
WE CAN'T STAY
HERE!

A GIANT
SENTINEL IS
BLOCKING THE
59TH STREET
BRIDGE!

W-WHO
OR WHAT IS
ONSLAUGHT?!

DON'T
KNOW/ DON'T
CARE!

YOUR
SAFETY IS
MY ONLY
CONCERN!

THE AMAZING SPIDER-MAN!

Vol. 1, No. 415, September, 1996.

(ISSN #0274-5232) Published by MARVEL COMICS, Gerard Calabrese, President, Stan Lee, Publisher, OFFICE OF PUBLICATION: 387 PARK AVENUE SOUTH, NEW YORK, NY 10016. SECOND CLASS POSTAGE PAID AT NEW YORK, NY AND AT ADDITIONAL MAILING OFFICES. Published monthly. Copyright © 1996 Marvel Characters, Inc. All rights reserved. Price \$1.50 per copy in the U.S. and \$2.10 in Canada. Subscription rate for 12 issues: \$22.00 U.S.; \$34.00 foreign; and Canadian subscribers must add \$10.00 for postage and GST. GST #R127032852. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental. This periodical may not be sold except by authorized dealers and is sold subject to the condition that it shall not be sold or distributed with any part of its cover or markings removed, nor in a mutilated condition. SPIDER-MAN (including all prominent characters featured in this issue and the distinctive likenesses thereof) is a trademark of MARVEL CHARACTERS, INC. POSTMASTER: SEND ADDRESS CHANGES TO THE AMAZING SPIDER-MAN, c/o MARVEL DIRECT MARKETING INC./SUBSCRIPTION DEPT., P.O. BOX 1979, DANBURY, CT 06813 1979. TELEPHONE # (203) 743 5331. Printed in the U.S.A.

SENSORS
CONFIRM THE
PRESENCE --

-- QUARRY WHICH
HAS BEEN
TARGETED --

-- AND WILL NOW BE
EXTERMINATED!

P-PETER--!

I KNOW,
HONEY --

-- AND WE'RE
ALREADY
OUT OF
HERE!

**LOOK
OUT!**

HE'S STILL
FIRING, AND
JULP!

QUARRY HAS MOVED
BEYOND EFFECTIVE
SENSOR RANGE.

THIS UNIT'S
PROGRAMMING
DICTATES THAT
THIS UNIT REMAIN
AT THIS POST

-- DISPATCHING
ANOTHER UNIT
TO CARRY OUT
TERMINATION
OBJECTIVE.

HANG ON,
M/J! THESE THIRTY
FOOT LEAPS
CAN BE A MITE
UNSETTLING --

-- ESPECIALLY
CONSIDERING
YOUR DELICATE
CONDITION --

-- BUT
THEY'RE OUR
E TICKET TO
THOSE DISTANT
ROOFTOPS!

SHIRAK



THERE'S ALWAYS A WAY!

BEFORE LEARNING THAT HE WAS PARKER'S CLONE, THIS PETER WAS SPIDER-MAN.

THE ONLY SPIDER-MAN.

HE WORE HIS WEBS WITH PRIDE, NEVER QUESTIONING WHAT HE COULD OR COULDN'T DO.

HE MERELY DID!

YEEK!

GOTCHA!

NO TIME TO CONGRATULATE MYSELF! I'VE GOT TO LOCATE THIS GIRL'S PARENTS, AND FIND A REFUGE FOR MARY JANE --

-- BEFORE I'M SPOTTED BY ANOTHER SENTINEL!

AND, EVEN AS PETER FEARFULLY GLANCES SKYWARD...

CHARLIE SNOW AND KEN ELLIS ARE IN THAT AREA, JONAH.

I'LL TRY TO REACH THEIR CELL PHONES.

WHERE'S THE BLASTED FANTASTIC FOUR DURING THIS CRISIS?

WE HEAR THERE'S SOME KIND OF SUMMIT ATOP FOUR FREEDOMS PLAZA!

THEY'RE TALKING WHEN THEY SHOULD BE DEFENDING US?!

THIS ONSLAUGHT CHARACTER SEEMS TO HAVE SET UP SOME KIND OF BASE IN CENTRAL PARK!

TELL REWRITE THERE'S WIDESPREAD LOOTING UPTOWN!

WHA -- ?
WHAT'S HAPPENING?!

IT-IT'S EITHER AN EARTHQUAKE -- OR SOMEONE'S DETONATED A BOMB!

I'M AFRAID
THE NEWS IS
EVEN WORSE,
PEOPLE!

IT'S THE
SENTINELS--!

THEY'RE
ATTACKING
THE BUGLE!

KWOOOM

WE'VE
LOST LIGHTS...
POWER!

THAT METAL
MONSTER MUST
HAVE TARGETED
OUR ELECTRICAL
SYSTEM!

HE'S
TRYING TO
SHUT US
DOWN!



MEANWHILE,
UPTOWN AND
TO THE WEST,
IN THE DAILY
GRIND...

The
Daily
Grind

MOVE
IT, PEOPLE!
MOVE IT!

WE JUST
GOT WORD THAT
LOOTERS ARE
RANSACKING THE
NEIGHBORHOOD!

MAYBE
WE SHOULD
RETURN TO OUR
HOMES!

IT'S YOUR
CHOICE... BUT I
THINK YOU'LL BE
SAFER IN MY
BASEMENT!

YOU STAYING
OR GOING,
DESIREE?

I...
I CAN'T
DECIDE,
BEN!

WE'RE
NOT IN ANY
LESS DANGER
HERE!

MAYBE NOT, BUT
AT LEAST YOU'RE
WITH FRIENDS!

I
I'M SO
AFRAID!
WE ALL
ARE!

SHIRLEY! I NEED YOU TO
LOOK AFTER DESIREE
FOR ME!

A-AREN'T
YOU COMING?

MOM! MOM!
I'VE SECURED
THE WINDOWS, BUT
SOMEBODY'S GOT TO
STAND OUTSIDE TO
GATE THE FRONT
DOOR!

THAT'S MY JOB, DEVON!
YOU JOIN THE OTHERS!

YOU CRAZY,
REILLYP! THESE
MEAN STREETS AIN'T
NO PLACE FOR
A WIMP LIKE
YOU!

GET YOUR BUTT DOWN
THOSE STAIRS, BEN
REILLY! YOU
HEAR ME?

NO
CAN DO,
SHIRL!



WIMP,
MOIF!

THOUGH HE STILL USES THE NAME
BEN REILLY, HE RECENTLY CAME TO
ACCEPT THAT HE'S THE REAL PETER
PARKER.

FOR FIVE YEARS,
HE BELIEVED HE
WAS THE CLONE --

-- AND HE
WANDERED
THIS COUNTRY --

-- DESPERATELY
TRYING TO GIVE
MEANING AND FIND
A DIRECTION FOR
HIS ARTIFICIAL LIFE.



THOSE DAYS
ARE OVER!

HIS CITY IS IN
CRISIS, AND HE
HAS A JOB TO DO!



TRY TO
STAY CALM,
EVERYONE! WE HAVE
PLENTY OF FOOD, AND
THE RADIO WILL TELL
US WHEN WE CAN
LEAVE!

HOW
WE GONNA
UNLOCK THE
GATE IF REILLY
DOESN'T...

Uh...
...YOU
KNOW...

WE CAN ALWAYS CALL SOMEONE
TO CUT OFF THE LOCK... BUT WE
DON'T NEED ANY MORE **NEGATIVE**
THOUGHTS, DEVON!



I'M
SURE BEN
WILL BE
FINE!

SOMETHING
ABOUT THAT
BOY INSPIRES
CONFIDENCE!





IT'S FUNNY, BEING ALL HUDDLED DOWN HERE REMINDS ME OF WHEN I WAS A LITTLE GIRL AT OUR LADY OF GRACE.

IT WAS THE EARLY SIXTIES AND THE COLD WAR WAS ALL ANYBODY EVER TALKED ABOUT.



"EVEN US CHILDREN, WE KNEW WE HAD TO BE PREPARED BECAUSE..."



IT WAS ONLY A MATTER OF TIME BEFORE SOME MANIAC BOMBED OUR COUNTRY...

...AND, SPECIFICALLY, OUR SCHOOL!

THEY USED TO HERD US INTO THE HALLWAYS... WHERE WE'D COVER BENEATH OUR COATS...

...AWAITING NUCLEAR DESTRUCTION... LISTENING TO THE EMERGENCY BROADCAST SYSTEM.



YOU GOTTA BE KIDDING ME, MOM. LIKE A COAT WOULD REALLY PROTECT YOU FROM NUCLEAR FALLOUT.

WE WEREN'T ONLY DEPENDING ON COATS. WE ALSO HAD ANGELS.

SAY WHAT?!



THEY WERE CALLED GUARDIAN ANGELS --



...AND THEY WERE SUPPOSED TO KEEP US FROM HARM!"



"I KNOW THE VERY IDEA
OF A GUARDIAN ANGEL
SEEMS PRETTY
RIDICULOUS IN TODAY'S
JADED WORLD --"

"-- BUT THERE'S GREAT
COMFORT IN KNOWING
THAT SOMEONE IS
WATCHING OVER YOU --"

"-- SOMEONE WHO
REALLY CARES!"

MEANWHILE,
DOWNTOWN

STEADY,
MARY JANE!
ONLY A FEW MORE
BLOCKS --!

OKAY,
HANDSOME,
BUT DON'T BLAME
ME IF OUR CHILD HAS
AN UNNATURAL
FONDNESS FOR
HEIGHTS!

OOO! HE'LL
BECOME A FAMOUS
AERIALIST!

OR SHE
COULD BE
AN AIRLINE
PILOT!

I'VE GOT TO HURRY/
THE SLIGHTEST DELAY
COULD PROVE
FATAL!

THERE'S
A RISK MY
POWERS WILL
SUDDENLY VANISH
ON ME LIKE THEY
DID BEFORE,
AND -- Ah,
NO! *

SPWA-QUAM

QUARRY'S PARAHUMAN CAPACITIES INSUFFICIENT TO DETER THIS UNIT.

SURRENDER IS ONLY LOGICAL OPTION

SURE!
I'LL GLADLY FORFEIT MY FREEDOM!

NOT!

QUAM CAN
SAVE ME

QUAM CAN
SAVE ME

TO LEAD HIM
AWAY FROM
YOU AND THE
BABY!

PETER,

NO!!

IT'S TOO
DANGEROUS!

TRY TO
MAKE IT TO
THE BUGLE,
HON!

YOU'LL
BE SAFE
THERE!

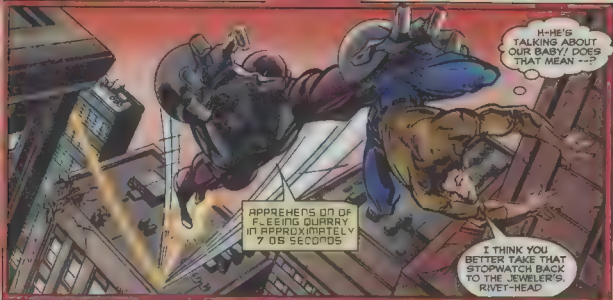
SENTINEL QUARRY
INITIATING AIRBORNE
ESCAPE

THIS UNIT WILL EFFECT
PURSUIT GYROSCOPIC
STABILIZERS ALTERED
FOR HORIZONTAL
FLIGHT PATTERN

ALTERATION BEARING
0.009 PERCENTILE LIMITED
PARAMETERS COMPENSATION

SENSORS DETECT SECONDARY LIFEFORM
GESTATING WITHIN HUMAN FEMALE
BELOW READING BEYOND RANGE OF
EMBRYONIC NORMALCY

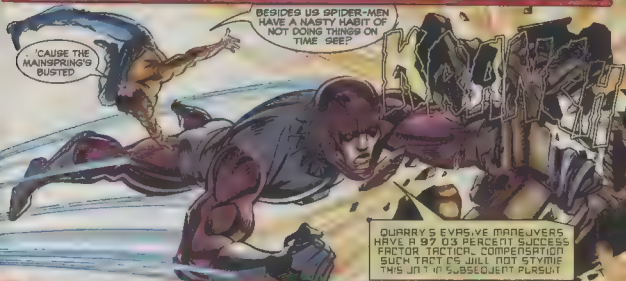
OPTICAL SENSORS WILL RETAIN
PHOTOGRAPHIC IMPRINT OF HUMAN
FEMALE FOR IDENTIFICATION PURPOSES
DOWNLOADING OF SECONDARY LIFEFORM
DATA TO COMMENCE SIMULTANEOUSLY



APPREHENSION OF
FLEEING QUARRY
IN APPROXIMATELY
7.05 SECONDS

H-HE'S
TALKING ABOUT
OUR BABY! DOES
THAT MEAN --?

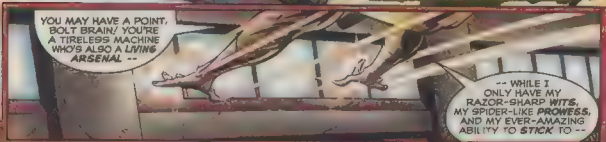
I THINK YOU
BETTER TAKE THAT
STOPWATCH BACK TO
THE JEWELER'S,
RIVET-HEAD



'CAUSE THE
MAINSRING'S
BUSTED

BESIDES US SPIDER-MEN
HAVE A NASTY HABIT OF
NOT DOING THINGS ON
TIME SEE?

QUARRY'S EVASIVE MANEUVERS
HAVE A 97.03 PERCENT SUCCESS
FACTOR. TACTICAL COMPENSATION
SUCH TACTICS WILL NOT STYMIE
THIS JUNT IN SUBSEQUENT PURSUIT



YOU MAY HAVE A POINT,
BOLT BRAIN! YOU'RE
A TIRELESS MACHINE
WHO'S ALSO A LIVING
ARSENAL --

-- WHILE I
ONLY HAVE MY
RAZOR-SHARP WITS,
MY SPIDER-LIKE PROWESS,
AND MY EVER-AMAZING
ABILITY TO STICK TO --



-- WALLS --

M-MY
POWERS --!
I'VE LOST
THEM AGAIN!
THEY'RE GONE!
GONE!

SPWAT

GNAR

BUT
IT LOOKS
LIKE

I ONLY
DELAYED THE
INEVITABLE

TH- THE
SENTINEL'S
ZEROWING
IN --

-- AND I'M
COMPLETELY
HELPLESS!

WHEWS I
WOULD HAVE
BEEN STREET
SPLATTER

--IF
NOT FOR
THAT HANDY
FLAGPOLE!

READINGS
INTERPRETATION
COMMENCING
CROSS REFERENCING
WITH THIS UNIT'S
PRIMARY
OBJECTIVE

UNIT'S SENSORS DETECT
SUDDEN ABSENCE OF
SUPERHUMAN ABILITIES
EXTANT IN QUARRY

CELLULAR READINGS
INDICATE DORMANCY
IN SARCOPHAGUS

TACTICAL FLUCTUATIONS NOW
SUPERSEDED BY STRATEGIC
QUARRY'S THREAT LEVEL TO
ONSLAUGHT DIMINISHED TO
NORMAL HUMAN PARAMETERS

THIS UNIT'S PROGRAMMING DOES
NOT WARRANT EXTERMINATION OF
QUARRY IN PRESENT CONDITION
PURSUIT TERMINATED INFORMATION
DOWNLOADED OF COMPLETED
SEQUENCE TO FOLLOW

EVEN AS PETER PARKER BREATHES A SIGH OF RELIEF --

-- NINE CITY BLOCKS TO THE SOUTH --

-- J. JONAH JAMESON TURNS TO FACE HIS ASSEMBLED STAFF.

I JUST GOT WORD FROM THE PRESSROOM. OUR EMERGENCY GENERATORS ARE NOW ON-LINE.

THEY ESTIMATE WE HAVE ENOUGH FUEL TO RUN LIGHTS, ELEVATORS AND PRESSES FOR THE NEXT TWELVE HOURS.

WHAT ABOUT COMPUTERS AND WORD PROCESSORS?

WE CAN'T SPARE THE JUICE --

-- IF WE INTEND TO PUBLISH FOR THE DURATION OF THIS CRISIS!

I'M NOT GOING TO LIE TO YOU PEOPLE. THE SITUATION OUTSIDE IS BAD

AND GETTING WORSE.

I REALIZE MANY OF YOU ARE WORRIED ABOUT YOUR FAMILIES.

GO HOME IF YOU THINK YOU MUST

I WON'T THINK ANY LESS OF YOU

AND YOUR PAYCHECKS WON'T BE DOCKED!

I'M STAYING!

NO METAL MONSTER CAN STOP THE DAILY BUGLE FROM REPORTING THE NEWS!

OUR NEXT EDITION IS GOING OUT EVEN IF WE HAVE TO HAND-WRITE AND PERSONALLY DELIVER EVERY COPY!

Uh, Mr. JAMESON

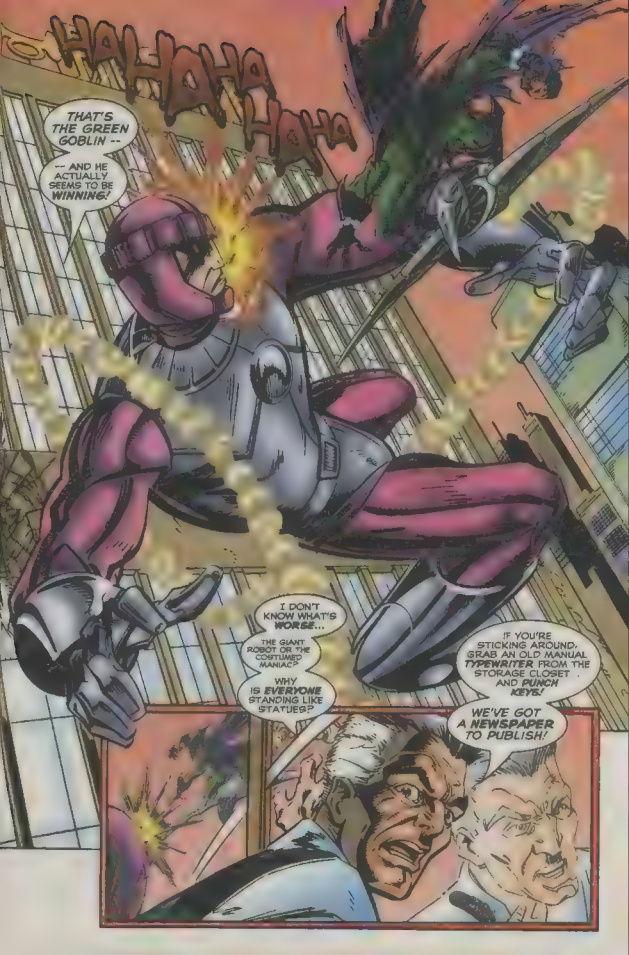
I HATE TO INTERRUPT

BUT THERE'S A BIG FIGHT OUTSIDE OUR BUILDING!

WHAT?!

THAT MISERABLE WEB-SWINGING FOOL IS ONLY GOING TO INCREASE OUR DANGER BY ANTAGONIZING THE SENTINEL!

Uh... IT ISN'T SPIDER-MAN, SIR.



THAT'S
THE GREEN
GOBLIN --

-- AND HE
ACTUALLY
SEEMS TO BE
WINNING!

I DON'T
KNOW WHAT'S
WORSE...

THE GIANT
ROBOT OR THE
COSTUMED
MANIAC?

WHY
IS EVERYONE
STANDING LIKE
STATUES?

IF YOU'RE
STICKING AROUND,
GRAB AN OLD MANUAL
TYPEWRITER FROM THE
STORAGE CLOSET
AND PUNCH
KEYS!

WE'VE GOT
A NEWSPAPER
TO PUBLISH!



UPTOWN

**STAY
BACK!**

YOU
SAVAGES
WON'T TEAR
MY PLACE
APART!

IF WE DON'T
TRASH IT, THE
SENTINELS
WILL!

HAVEN'T
YOU HEARD,
MAN --

IT'S
THE END
OF THE
WORLD!

F-FORGET THE
STORE!

IT SNT
WORTH OUR
LIVES!

IT IS MY
LIFE!

I BROKE
MY BACK
BUILDING THIS
BUSINESS!

OOOO!
AND NOW
WE GET TO
BREAK YOUR
HEAD!

NOPE!

SORRY!

NOT
IN THIS
LIFETIME!

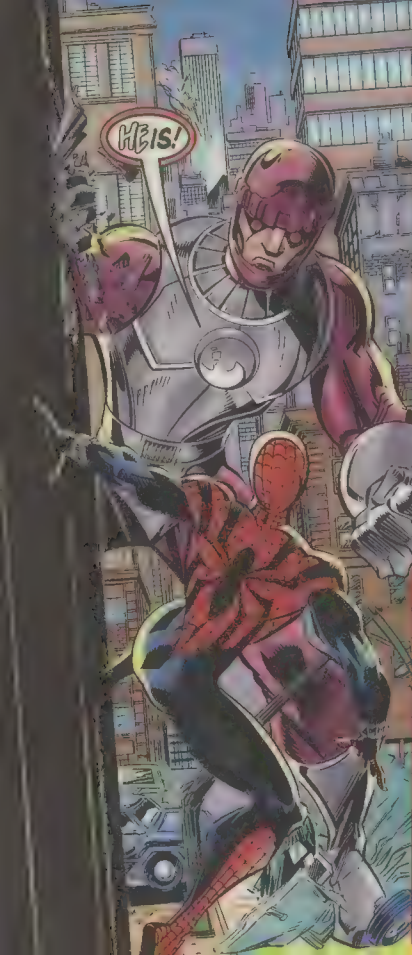
SPIDER-MAN!

WHY?
YOU GONNA
BEAT UP
ON US?

I STRONGLY
SUGGEST YOU PEOPLE
PART COMPANY, AND
EVACUATE THIS
STREET

AS MUCH AS YOU MAY
DESERVE IT, I DON'T
INTEND TO PLAY PATTY-
CAKE WITH YOUR LESS
THAN ADORABLE
FACES

I AM
NOT YOUR
PROBLEM



HE IS!

MEANWHILE BACK
AT THE DAILY BUGLE...

A BATTLE
AT FF HEAD-
QUARTERS!

CALLS
HIMSELF
ONSLAUGHT!

SOME
KIND OF
MUTANT!

AND STAY
AWAY FROM
WINDOWS!

YEAH

HE

MARLA ALL
RIGHT?

SHE WAS
LOCKED IN
HER LAB, AND
DIDN'T KNOW
THERE WAS A
PROBLEM
UNTIL I CALLED

HOW'S
YOUR
FAMILY?

AS WELL
AS CAN BE
EXPECTED!



